

**SAN BERNARDINO INTERNATIONAL AIRPORT AUTHORITY**



**REQUEST FOR STATEMENT OF QUALIFICATIONS**  
**FOR**  
**CONSTRUCTION MANAGEMENT SERVICES**  
**RELATED TO THE TAXIWAY/APRON REPAIR AND**  
**PAVEMENT PROJECT**

**July 1, 2015**

**San Bernardino International Airport Authority**  
**1601 East Third Street, Suite 101**  
**San Bernardino, CA 92408**

## **I. INTRODUCTION**

### **A. General Airport Information**

The San Bernardino International Airport is owned and operated by the San Bernardino International Airport Authority, a Joint Powers Authority comprised of the Cities of San Bernardino, Colton, Loma Linda, Highland, and the County of San Bernardino. It is located approximately 4 miles east of downtown San Bernardino and consists of 1,334 acres.

The San Bernardino International Airport (SBD) is a commercial airport certificated under Federal Aviation Regulation Part 139. The Airport is currently available to serve commercial passenger flights, general aviation, and cargo flights, with the ability to accommodate the world's largest aircraft, on its newly constructed 10,001 foot long Group VI runway. Additionally, the Airport owns and operates a non-federal Instrument Landing System and Automated Weather Observation System.

### **B. Purpose**

The San Bernardino International Airport Authority (SBIAA) is soliciting Statements of Qualifications (SOQs) from qualified firms desiring to provide construction management services related to the Taxiway/Apron Repair and Pavement Project ("the Project"), at the San Bernardino International Airport. The SBIAA will utilize the qualifications-based selection process described in this Request for Statement of Qualifications (SOQ) to determine the most qualified firm to provide the professional services required to perform construction management services for the Taxiway/Apron Joint Repair and Pavement Project, which is a project anticipated to be funded by the Federal Aviation Administration (FAA) under the Airport Improvement Program (AIP). A "General Scope of Services" is contained within this SOQ to serve as the basis by which to assess the qualifications of the firms desiring to provide said professional services. The selection process will numerically rate the most qualified firm as "number one" (hereafter to be referred to as the "Selected Firm") and all other firms will be numerically rated in the order of being the next most qualified to perform the required professional services.

### **C. Background**

The SBIAA desires to enter into a Professional Services Agreement with the Selected Firm to provide professional consulting services for the Project. The SBIAA will then enter into fee negotiations with the Selected Firm to perform the construction management services described in the Detailed Scope of Services. In the event that the SBIAA and the Selected Firm are unable to mutually agree upon a fair and reasonable price, the SBIAA shall terminate negotiations with the Selected Firm and commence new negotiations with the "number two" rated firm. This procedure shall be continued with the qualified firms in the sequence of ranking established by the selection process until a mutually satisfactory Agreement has been negotiated.

## II. SOQ REVIEW TIMELINE

A. Review Timeline (pre-proposal job walk & submittal deadline firm, other dates tentative)

- |                                      |                                        |
|--------------------------------------|----------------------------------------|
| 1. Pre-Proposal Meeting              | Wednesday, July 15, 2015 at 10:00 a.m. |
| 2. Deadline for Submittal            | Tuesday, August 4, 2015 at 2:00 p.m.   |
| 3. Oral Interviews, if necessary     | August 10, 2015 (week of)              |
| 4. Notify Firms of Pending Selection | August 17, 2015 (week of)              |
| 5. Contract Award                    | Pending funds from FAA                 |

\*Oral Interviews will be conducted at SBIAA's discretion.

B. Proposal Submittal Deadline

All Proposals must be received at 1601 East Third Street, Suite 100, San Bernardino, California 92408, marked to the attention of the Clerk of the Board, no later than **2:00 p.m. (PST) on Tuesday, August 4, 2015**. Facsimile or electronically transmitted Proposals will not be accepted, since they do not contain original signatures. Postmarks will not be accepted in lieu of actual receipt. Late or incomplete Proposals will not be opened and considered.

C. Correspondence

All correspondence, **not including Proposal**, shall be submitted to:

Mark Gibbs, Deputy Director of Aviation (mgibbs@sbdairport.com)  
San Bernardino International Airport Authority  
1601 East Third Street, Suite 100  
San Bernardino, CA 92408

D. A non-mandatory meeting in the main auditorium of the Norton Regional Event Center located at 1603 E. 3<sup>rd</sup> Street, San Bernardino, CA will be held at 10:00 AM on Wednesday, July 15, 2015.

Bulletins and Addenda may be issued at any time by the SBIAA, and will be posted on the SBIAA website at: [www.sbdairport.com](http://www.sbdairport.com). Proposers are required to include the latest bulletins and addenda in their submitted Proposals as may be required.

### III. GENERAL SCOPE OF SERVICES

- A. The SBIAA anticipates a need for a variety of professional services in order to complete the Project. *This General Scope of Services depicts a range of professional services that might be required and will serve as the basis by which the SBIAA will assess the qualifications of the firms submitting SOQs.* However, the SBIAA is under no obligation to negotiate or award a Contract for any or all of these services. Consultant to:
1. Preparing an initial detailed schedule that shows milestones and activities for the particular project. Monitoring and updating this schedule on a biweekly basis to identify project status and potential schedule slippage.
- B. **Construction Phase:** Providing consultation and advice to SBIAA staff during all phases of construction and coordinating construction activities with SBIAA staff. Consultant to:
1. Set up and maintain project files for the construction phase in accordance with SBIAA requirements.
  2. Inspecting work in progress and providing appropriate reports to SBIAA.
  3. Track and answer all Requests for Information (RFI) in accordance with SBIAA.
  4. Review submittals in accordance with plans and specifications.
  5. Review schedule and provide method to determine if contractor is on schedule.
  6. Representing SBIAA at construction meetings and attend SBIAA's Commission meetings as needed.
  7. Assist the SBIAA in Contractor-Agency partnering.
  8. Maintain Certified Payroll records in compliance with Davis Bacon or other applicable prevailing wage requirements.
  9. Conduct interviews with contractor employees to comply with Davis Bacon prevailing wage requirements.
  10. Provide daily on-site construction management and periodical progress inspections. Provide Inspector's Daily Diaries, Photo Diary of work in progress, FAA reports, and a Weekly Diary of work completed.

11. Conduct weekly construction progress meetings and prepare minutes and distribute to the affected parties.
12. Observe and/or review performance tests required by specifications.
13. Perform construction survey and staking.
14. Provide soils and physical testing in accordance with FAA requirements.
15. Review, prepare, and provide recommendations for contractor-submitted contract change orders and extra work to SBIAA staff. Negotiate construction claims with the contractor.
16. Determine amounts owed to contractors and assist the SBIAA in the preparation of payment request for reimbursable amounts.
17. Prepare contractor punch list for compliance with contract plans and specifications which identifies work to be completed by the contractor prior to final acceptance by SBIAA.
18. Conduct final project inspection.
19. Close out project and submit a final report on the completed project to the SBIAA and FAA including the submittal of all as-builts files and back-up documentation, based on FAA required reports.

C. **Project Closeout Phase:** This phase includes all basic services rendered after the completion of a construction contract, including, but not limited to the following activities:

1. Making final inspections and submitting punch-list and a report of the completed project to SBIAA.
2. Obtain record drawings from contractor.
3. Preparing summary of project change orders.
4. Preparing final project reports, if necessary.
5. Obtaining release of liens from all contractors.
6. Complete closeout documents in accordance with FAA requirements.

#### IV. PROPOSAL REQUIREMENTS

- A. The purpose of this SOQ is to determine if your firm/team is qualified to perform such work, and secondly, is currently available for such an assignment. In responding to this SOQ, each firm and its respective sub-consultants are required to supply the following information which will aid the selection committee in the evaluation process including, but not limited to:
1. Introduction Letter / Statement of Interest: The letter shall identify the firm [firm name, complete address and zip code, telephone/fax number, type of ownership (sole proprietor, partnership, corporation, joint venture, etc.), brief history and structure of firm (including organizational charts), and list of principals of the firm]. List the professional consulting services provided by the firm, area of expertise, shall convey their interest in the project, and their understanding of what will be expected of them if they are selected. The letter shall include a list of names of individuals who will be primary contacts, as well as a list of sub-consultants and their services (if any).
  2. Qualifications: Summarize the firm's qualifications related to experience and knowledge in providing similar project and construction management services. Provide a list of personal to be assigned to this project and their qualification (including resumes and licenses). State the firm's familiarity with Federal, State, and Local government regulatory agency requirements, including the FAA.
  3. Management Method and Approach: The firm shall detail the project implementation method which they use to ensure that projects are implemented and completed on time and within budget. Demonstrated ability to meet project schedules and deadlines without major cost escalation or overruns.
  4. Sample Projects: Provide examples of Airport Runway projects which were managed by your proposed staff within the last 10 years. Identify potential problems associated with this project and how the firm would work with SBIAA to avoid/resolve them.
  5. Availability: provide an organization chart depicting the project staff and their responsibilities, including sub-consultants, if any. Include/provide a list of similar projects (airport pavement construction management) that the firm is currently involved in to include the start date, percentage completion, and anticipated completion date.
  6. References: Provide a list of at least three (3) Airport references, including contact names and phone numbers, for whom your firm provided similar services in the past five (5) years.
  7. The proposal shall include, as attachments, completed and properly executed Company Information Sheet for the Proposer's firm and for each proposed sub-contractor, using forms provided by SBIAA, attached herein.

#### IV. PROPOSAL SUBMITTAL

##### A. General

1. All interested, qualified firms are invited to submit a Proposal for consideration.
2. Proposals must be submitted in the format described below. Proposals shall be prepared in such a way as to provide a straightforward, concise description of the firm's capabilities to satisfy the requirements of this SOQ. Expensive bindings, colored displays, promotional materials, etc., are not necessary or desired. Emphasis should be concentrated on conformance to the SOQ instructions, responsiveness to the SOQ requirements, and on completeness and clarity of content.
3. ***Proposals must be complete in all respects as required in this section.*** Proposals will not be considered if they are conditional or incomplete.
4. Proposals must be received at the designated location no later than the date and time as specified in Section II (B) - Proposal Submittal Deadline.
5. All submissions in response to this SOQ become the property of the SBIAA.

##### B. Proposal Presentation

1. Six copies of the written Proposal are required.
2. The packages containing the written Proposal copies must be marked with the firm's name and "SOQ for Construction Management Services Related to the Taxiway/Apron Repair and Pavement Project in bold letters.
3. Proposals shall be limited to a maximum of thirty (30) double-sided pages, not including Exhibits required by this SOQ nor cover letter. All Proposals must be submitted on 8 1/2" by 11" paper with double sided printing, with no less than 1/2" top, bottom, left and right margins. Proposals must be typed or prepared with word processing equipment. Typeface must be no more than 12 characters per inch (12 pt. font recommended). Each page, including attachments and exhibits, must be clearly and consecutively numbered at the bottom of the page.
4. Proposals must include completed Company Information Sheet providing a list of all Company principals and completed Subcontractor Information Sheets.
5. Proposals must include evidence of ability to maintain insurance in the amounts and coverages stated in Section VI (G) - Indemnification and Insurance Requirements.

## **V. PROPOSAL CONDITIONS**

### **A. Contingencies**

This SOQ does not commit the SBIAA to award a Contract. The SBIAA reserves the right to accept or reject any or all Proposals if the SBIAA determines it is in the best interest of the SBIAA to do so. The SBIAA will notify all proposing firms, in writing, if the SBIAA rejects any and all Proposals.

### **B. Proposal Submittal**

To be considered, all Proposals must be submitted in the manner set forth in this SOQ. Firms are responsible for ensuring that their Proposals arrive on or before the specified deadline. No exceptions will be made.

### **C. Incurred Costs**

This SOQ does not commit the SBIAA to pay any costs incurred in the preparation of a Proposal in response to this request. All costs incurred in developing a Proposal shall be the sole responsibility of the firm.

### **D. Negotiations**

The SBIAA may require the potential Selected Firm to participate in negotiations to submit price, technical, or other revisions as may result from negotiations.

### **E. Final Authority**

The final authority to award a Contract rests solely with the SBIAA Commission.

## **VI. CONTRACT REQUIREMENTS**

### **A. General**

It is the SBIAA's intent to award a Contract to the firm that best fulfills the terms of this SOQ. Negotiations shall be conducted with the Selected Firm. Price shall be considered to the extent allowed under FAA grant eligibility requirements, but is not the sole factor in determining the Selected Firm. After negotiations have been conducted with the Selected Firm, the SBIAA shall select the firm which, in the opinion of the SBIAA, has made the best Proposal, and shall award the Contract to that firm. However, the SBIAA reserves the right to accept or reject any or all Proposals and/or re-solicit or cancel the procurement process, if deemed to be in the best interest of the SBIAA. Firms shall be responsible for any and all expenses incurred in the preparation of Proposals. The Selected Firm will be awarded a Contract by the SBIAA using a SBIAA Form Contract. It is anticipated that the SBIAA Commission will approve a Professional Services Contract with an anticipated initiation of services when funding becomes available from FAA.



## Contract

The awarded Contract shall consist of this SOQ including all modifications thereof, the Selected Firm's Proposal, the written results of negotiations, and a SBIAA Form Contract.

### C. Contract Amendments

Any alterations, variations, modifications, or waivers of provisions of the Contract must be agreed upon in writing by both parties prior to executing any such changes.

### D. Primary Contact

The Selected Firm shall designate an individual to serve as the primary point of contact for the Contract, and shall respond to inquiries from the SBIAA within two (2) calendar days.

### E. Representation of the SBIAA

In the performance of the Contract, the Selected Firms' agents and employees shall act in an independent capacity and not as officers, employees, or agents of the SBIAA.

### F. Invoices

The Selected Firm shall invoice the SBIAA by the tenth day of each month.

### G. Indemnification and Insurance Requirements

Should a Contract be awarded, the Selected Firm must comply with the following insurance provisions:

#### 1. Indemnification

The Selected Firm shall defend, indemnify and hold harmless the SBIAA, its members, officers, employees, representatives, attorneys and agents from and against any and all actions, suits, appeals, proceedings, claims, demands, losses, costs, and expenses, including legal costs and attorney fees, to the extent arising from the willful or negligent acts or omissions of the Selected Firm, its officers, employees, subcontractors, subconsultants and agents, in the performance of work under the contract term. This indemnification obligation of the Selected Firm shall not apply to the extent that any such action, suit, proceeding, claim, demand, loss, cost, or expense is determined by a court of competent jurisdiction to be caused by the willful conduct or negligence of the SBIAA, its officers or employees.

#### 2. Insurance

Indemnification – The Selected Firm shall agree to indemnify, defend and hold

harmless the San Bernardino International Airport Authority, the Inland Valley Development Agency, and San Bernardino International Airport Inc. and its authorized officers, employees, and agents from all claims, actions, losses, damages, and/or liability arising out of this contract from any/all acts, errors or omissions caused by the Selected Firm.

**Insurance** - Without in any way affecting the indemnity herein provided, and in addition thereto, the Selected Firm shall secure and maintain throughout the Contract, unless otherwise negotiated, the following types of insurance with limits as shown:

**Workers' Compensation** - A program of Workers' Compensation insurance or a state-approved Self-Insurance Program in an amount and form to meet all applicable requirements of the Labor Code of the State of California, including Employer's Liability with \$250,000 limits, covering all persons providing services on behalf of the Selected Firm and all risks to such persons under this Contract.

**Comprehensive General and Automobile Liability Insurance** - This coverage to include contractual coverage and automobile liability coverage for owned, hired and non-owned vehicles. The policy shall have combined single limits for bodily injury and property damage of not less than five million dollars (\$5,000,000). All liability policies shall be on an occurrence policy form.

**Errors and Omissions Liability Insurance** – This coverage to include errors and omissions professional liability insurance in the minimum amount of five million dollars (\$5,000,000) to protect the SBIAA from claims resulting from the Selected Firm's activities.

**Additional Named Insured** - All policies, except for the Workers' Compensation, Errors and Omissions and Professional Liability policies, shall contain additional endorsements naming the following organizations and their officers, employees, agents and volunteers as additional named insured with respect to liabilities arising out of the performance of services hereunder:

**San Bernardino International Airport Authority (SBIAA)**  
**San Bernardino International Airport Inc.**  
**Inland Valley Development Agency (IVDA)**

**Notice of Cancellation or Change** - There shall be no cancellation, material change, reduction of limits or intent not to renew the insurance coverage(s) without thirty (30) days written notice from the Selected Firm or its insurer(s) to the SBIAA.

**Waiver of Subrogation Rights** – The Selected Firm shall require the carriers of the above required coverages to waive all rights of subrogation against the San Bernardino International Airport or the Inland Valley Development Agency, its officers, employees, and agents.

**Certificates of Insurance** - As evidence of the insurance coverages required by the Contract, the Selected Firm shall furnish acceptable insurance certificates to the SBIAA prior to executing the Contract. The certificate will specify all of the parties who are Additional Insureds. Insuring companies or entities are subject to the SBIAA's acceptance and shall be rated at a B+7 or higher by the Best Rating Guide. If requested, complete copies of insurance policies, trust agreements, etc., shall be provided to the SBIAA. The Selected Firm shall be financially responsible for all pertinent deductibles, self-insured retentions and/or self-insurance.

## **VII. PROPOSAL SELECTION CRITERIA**

### **A. Evaluation Process**

The Selected Firm will be determined on the basis of demonstrated competence, the professional qualifications necessary for the satisfactory performance of the services required in this SOQ, and cost to the SBIAA.

### **B. Evaluation Criteria**

1. Initial Review - All Proposals will be evaluated initially to determine if they meet the following minimum requirements:

- a. The Proposal must be complete, in the required format, and be in compliance with **all** the requirements of this SOQ.
- b. Firms must meet the requirements as stated in Section III.

*Failure to meet **all** of these requirements is cause to reject any Proposal.* The SBIAA may, at its sole discretion, waive a minor irregularity, defect or variation if the irregularity, defect or variation is considered by the SBIAA to be immaterial or inconsequential. In such cases, the firm will be notified of the deficiency in the Proposal and given an opportunity to correct the irregularity, defect or variation or the SBIAA may elect to waive the deficiency and accept the Proposal.

2. The Selected Firm will be determined using the criteria below. Each category will be rated with a numerical value, on the basis of the SBIAA's priorities and conception of the importance of factors such as: *integrity, record of past performance, extent of experience with the type of services required by this SOQ, technical resources, and accessibility to other necessary resources.*

- a. Capability to perform all of the Construction Management Services anticipated by this SOQ.
- b. Recent experience performing the Minimum Requirements described in Section III.

- c. Cost to the SBIAA for the firm to provide the services as specified within this SOQ to the extent that cost can be considered under FAA grant obligation.
- d. Reputation for personal and professional integrity and competence.
- e. Evidence that the firm has established and implemented an Affirmative Action Program.
- f. Key personnel's professional background, caliber and availability to provide professional services.
- g. Current workload.
- h. Demonstrated ability to meet schedules and deadlines.
- j. Demonstrated ability to provide the insurance coverage specified in this SOQ.
- k. Quality of construction management services previously undertaken.
- l. Knowledge of FAA regulations, policies, and procedures applicable to construction management.
- m. Degree of interest shown in undertaking this project.
- n. Capability to furnish qualified Construction Management personnel.

C. Final Approval

Any Contract that may result from this SOQ will be awarded by final approval of the SBIAA Commission.

# COMPANY INFORMATION SHEET

## DECLARATION

I declare under penalty of perjury under the laws of the State of California I have completed this Company Information Sheet and that the information contained herein is factual and accurate as of the date completed.

Completed and executed this \_\_\_\_\_ day of \_\_\_\_\_, 2015, in \_\_\_\_\_, \_\_\_\_\_.  
[day] [month] [city] [state]

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Print Title: \_\_\_\_\_

-----

LEGAL NAME OF COMPANY: \_\_\_\_\_  
ADDRESS: \_\_\_\_\_  
TELEPHONE: \_\_\_\_\_ FAX: \_\_\_\_\_

### TYPE OF BUSINESS (Check One):

- |                                                                      |                                                    |
|----------------------------------------------------------------------|----------------------------------------------------|
| <input type="checkbox"/> CORPORATION                                 | <input type="checkbox"/> LIMITED LIABILITY COMPANY |
| <input type="checkbox"/> PARTNERSHIP                                 | <input type="checkbox"/> JOINT VENTURE             |
| <input type="checkbox"/> INDIVIDUAL                                  |                                                    |
| <input type="checkbox"/> INDIVIDUAL DOING BUSINESS UNDER A FIRM NAME |                                                    |
| <input type="checkbox"/> OTHER _____                                 |                                                    |

### STATE OF INCORPORATION OR FORMATION:

\_\_\_\_\_

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### PRINCIPALS/OFFICERS/PARTNERS/OWNERS OF COMPANY

(List All Principals/Officers/Partners [including Joint Venture Partners, Managing Partner], as well as investors/investment companies):

Name	Title
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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**[PLEASE ATTACH ADDITIONAL SHEETS AS NECESSARY IN ORDER TO PROVIDE ALL REQUESTED INFORMATION.]**

**IDENTIFICATION OF PRINCIPAL(S)/OFFICER(S)/REPRESENTATIVE(S) OF COMPANY – Execution of Legal Documents:**

The Company has authorized and hereby designates the following individual(s) to execute legal documents on behalf of Company, including but not limited to contract documents, proposals and related documents:

Name	Title
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

**IDENTIFICATION OF PRINCIPAL(S)/OFFICER(S)/REPRESENTATIVE(S) OF COMPANY – Representative and/or Management Capacity:**

The Company has authorized and hereby designates the following individual(s) to serve in a representative and/or management capacity on behalf of Company relating to the concerned project, contract document, lease document, development document, or any other legal document or agreement, including but not limited to manager, project manager, site manager, etc.

Name	Title
_____	_____
_____	_____
_____	_____

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**[PLEASE ATTACH ADDITIONAL SHEETS AS NECESSARY IN ORDER TO PROVIDE ALL REQUESTED INFORMATION.]**

# COMPANY INFORMATION SHEET

SUBCONTRACTOR/SUBCONSULTANT  
VENDOR/SUPPLIER

## DECLARATION

I declare under penalty of perjury under the laws of the State of California I have completed this Company Information Sheet and that the information contained herein is factual and accurate as of the date completed.

Completed and executed this \_\_\_\_\_ day of \_\_\_\_\_, 2015, in \_\_\_\_\_, \_\_\_\_\_  
[Day] [Month] [City] [State]

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Print Title: \_\_\_\_\_

-----  
LEGAL NAME OF COMPANY: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

TELEPHONE: \_\_\_\_\_ FAX: \_\_\_\_\_

e-mail: \_\_\_\_\_

Contractor's License No: \_\_\_\_\_

Department of Industrial Relations No.: \_\_\_\_\_

## TYPE OF BUSINESS (Check One):

- |                                                                      |                                                    |
|----------------------------------------------------------------------|----------------------------------------------------|
| <input type="checkbox"/> CORPORATION                                 | <input type="checkbox"/> LIMITED LIABILITY COMPANY |
| <input type="checkbox"/> PARTNERSHIP                                 | <input type="checkbox"/> JOINT VENTURE             |
| <input type="checkbox"/> INDIVIDUAL                                  |                                                    |
| <input type="checkbox"/> INDIVIDUAL DOING BUSINESS UNDER A FIRM NAME |                                                    |
| <input type="checkbox"/> OTHER _____                                 |                                                    |

## STATE OF INCORPORATION OR FORMATION:

\_\_\_\_\_

-----  
**PRINCIPALS/OFFICERS/PARTNERS/OWNERS OF COMPANY**

(List All Principals/Officers/Partners [including Joint Venture Partners, Managing Partner], as well as investors/investment companies):

Name	Title
_____	_____
_____	_____
_____	_____

_____	_____
_____	_____

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<b>Name</b>	<b>Title</b>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

**IDENTIFICATION OF PRINCIPAL(S)/OFFICER(S)/REPRESENTATIVE(S) OF COMPANY – Representative and/or Management Capacity:**

The Company has authorized and hereby designates the following individual(s) to serve in a representative and/or management capacity on behalf of Company relating to the concerned project, contract document, lease document, development document, or any other legal document or agreement, including but not limited to manager, project manager, site manager, etc.

<b>Name</b>	<b>Title</b>
_____	_____
_____	_____
_____	_____

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**[PLEASE ATTACH ADDITIONAL SHEETS AS NECESSARY IN ORDER TO PROVIDE ALL REQUESTED INFORMATION.]**